

BLATT GREGORY R  
Form 3  
December 10, 2010

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |   |   |   |   |  |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person<br/>*<br/>^ BLATT GREGORY R<br/>(Last) (First) (Middle)</p> <p>C/O<br/>IAC/INTERACTIVECORP, ^ 555<br/>WEST 18TH STREET<br/>(Street)</p> <p>NEW YORK, ^ NY ^ 10011<br/>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement<br/>(Month/Day/Year)<br/>12/01/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol<br/>IAC/INTERACTIVECORP [IACI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer<br/><br/>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>CEO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)<br/><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$0.001    | 127,555  | D   | ^  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|   | Date Exercisable          | Expiration Date           | Title                           | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|---------------------------|---------------------------|---------------------------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units                              | 01/31/2009 <sup>(1)</sup> | 01/31/2012 <sup>(1)</sup> | Common Stock, par value \$0.001 | 13,820                     | \$ 0     | D                                     | Â |
| Restricted Stock Units                              | 02/06/2011 <sup>(2)</sup> | 02/06/2011 <sup>(2)</sup> | Common Stock, par value \$0.001 | 65,877                     | \$ 0     | D                                     | Â |
| Restricted Stock Units                              | 02/06/2007 <sup>(3)</sup> | 02/06/2011 <sup>(3)</sup> | Common Stock, par value \$0.001 | 16,470                     | \$ 0     | D                                     | Â |
| Options to purchase Common Stock, par value \$0.001 | 01/31/2009 <sup>(4)</sup> | 04/09/2018 <sup>(4)</sup> | Common Stock, par value \$0.001 | 134,115                    | \$ 25.31 | D                                     | Â |
| Options to purchase Common Stock, par value \$0.001 | 01/31/2009 <sup>(4)</sup> | 04/09/2018 <sup>(4)</sup> | Common Stock, par value \$0.001 | 134,115                    | \$ 22.7  | D                                     | Â |
| Options to purchase Common Stock, par value \$0.001 | 01/31/2009 <sup>(4)</sup> | 04/09/2018 <sup>(4)</sup> | Common Stock, par value \$0.001 | 134,115                    | \$ 20.08 | D                                     | Â |
| Options to purchase Common Stock, par value \$0.001 | 12/17/2009 <sup>(5)</sup> | 12/17/2018 <sup>(5)</sup> | Common Stock, par value \$0.001 | 134,115                    | \$ 16.28 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BLATT GREGORY R<br>C/O IAC/INTERACTIVECORP<br>555 WEST 18TH STREET<br>NEW YORK, NY 10011 | Â             | Â         | Â CEO   | Â     |

## Signatures

Gregory R. Blatt                      12/10/2010  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the last two tranches of a restricted stock unit award granted on April 9, 2008, the terms of which provide for vesting in four equal installments (25%) on the anniversary of January 31, 2008.
- (2) Represents a restricted stock unit award granted on February 6, 2006, the terms of which provide for vesting in one lump sum installment on the fifth anniversary of the grant date.
- (3) Represents the last tranche of a restricted stock unit award granted on February 6, 2006, the terms of which provide for vesting in five equal installments (20%) on the anniversary of the grant date.
- (4) Represents stock options granted on April 9, 2008, the terms of which provide for vesting in four equal installments (25%) on the anniversary of January 31, 2008.
- (5) Represents stock options granted on December 17, 2008, the terms of which provide for vesting in four equal installments (25%) on the anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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